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ATTORNEYS AT LAW

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BROWARD FINANCIAL CENTRE, SUITE 1980  
500 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33394-3079

(954) 467-2200  
TELECOMMER 467-2210

May 29, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600001848936  
-06/04/96--01012--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SUSTAINABLE CAMPS & RESORTS, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the captioned corporation and this firm's check in the amount of \$122.50 to cover your filing and certified copy fees.

If you have any questions regarding this matter, please feel free to contact me.  
Thank you for your assistance.

Sincerely yours,

MOMBACH, BOYLE & HARDIN

  
David C. Hardin

DCH/mc  
Encs.

FILED  
96 JUN -3 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
6/6/96

ARTICLES OF INCORPORATION  
OF  
SUSTAINABLE CAMPS & RESORTS, INC.

FILED  
96 JUN -3 PM 2:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SUSTAINABLE CAMPS & RESORTS, INC. and its mailing address is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act.

ARTICLES IV

The corporation is authorized to issue One Thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, FL 33394 and the name of the initial registered agent of the corporation at that address is David C. Hardin.

ARTICLE VI

The corporation shall have initially two (2) directors. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The names and addresses of the initial directors of the corporation are:

Edward D. Stone, Jr.

1512 East Broward Boulevard, Suite 110  
Fort Lauderdale, FL 33301

Edward D. Stono, III

815 Middle River Drive, #101  
Fort Lauderdale, FL 33304

ARTICLE VII

The name and address of the person signing these Articles is:

David C. Hardin

500 East Broward Boulevard, #1950  
Fort Lauderdale, FL 33394

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case, such provisions may be amended, altered or repealed only by the shareholders.

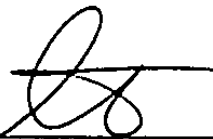
ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 28 day of May, 1996.

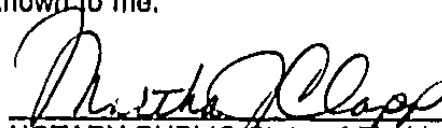


\_\_\_\_\_  
David C. Hardin, Incorporator

STATE OF FLORIDA )

COUNTY OF BROWARD )

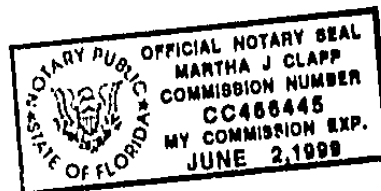
The foregoing instrument was acknowledged before me this 28 day of May, 1996, by David C. Hardin, who is personally known to me.



NOTARY PUBLIC, State of Florida

My Commission Expires:

Commission Number:

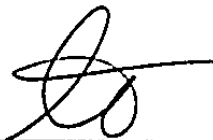


(Notary Seal)

DESIGNATION OF REGISTERED AGENT

I hereby accept the designation of registered agent for service of process upon SUSTAINABLE CAMPS & RESORTS, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

Dated this 28 day of May, 1996.



David C. Hardin

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FILED  
96 JUN -3 PM 2:45  
TALLAHASSEE, FLORIDA